05-44481-rdd Doc 18325-2 Filed 07/15/09 Entered 07/16/09 10:57:06 Exhibit BRIGINAL COPY ) (= P(10 10) PURCHASING LOCATION PURCHASE ORDER SAG9015385 DELPHI SAGINAW STEERING SYSTEMS DELPHI CORPORATION 3900 E HOLLAND RD. SAGINAW, MI 48601-9494 SEPTEMBER 8, 2004 INVOICE TO INVOICELESS PURCHASE ORDER VENDOR 600615 DUNS 460000094 DO NOT MAIL INVOICE **ACCOUNTS PAYABLE AMES** SHIP TO CTRA LAUREA MIRO 388 SHIP ACCORDING TO RELEASE AND SAINT FELIU DE LLOBREGAT SPAIN 08980 SHIPPING SCHEDULES P.O. NUMBER (AND RELEASE NUMBER, IF APPLICABLE) MUST APPEAR ON ALL INVOICES, PACKING SLIPS, PACKAGES AND BILLS OF LADING. ITEM CODE NUMBERS MUST APPEAR ON ALL INVOICES AND PACKING SLIPS. ADDRESS ALL INQUIRIES AND CORRESPONDENCE TO THE NAME SHOWN AT BOTTOM OF P.O. (OR RELEASE). DATE PROMISED | TERMS DATE REQUIRED CODES IAR SA REC. DEPT. NOTIFY AS RELEASED NET MNS-2 BUYER'S PLANT FREIGHT COLLECT VIA STATE & LOCAL SALES, USE TAX CODES PERMIT NO 3800440 4B-NOT TAXABLE - FOR INDUSTRIAL PROCESSING. QUANTITY ITEM CODE NO. DESCRIPTION **UNIT PRICE** REQUIREMENTS CONTRACT 09/01/04 THIS ORDER IS EFFECTIVE 2/04/04 AND EXPIRES 12/31/05. THE SUPPLIER AGREES TO SELL AND THE BUYER AGREES TO PURCHASE, AT THE PRICE AND UPON AND SUBJECT TO THE TERMS AND CONDITIONS IN THE FACE AND REVERSE SIDE HEREOF AND BY REFERENCE AS THOUGH TYPED HEREON, THE SUPPLEMENTAL TERMS AND CONDITIONS ATTACHED TO THE REQUEST FOR QUOTATION, THE FOLLOWING PERCENT OF OF THE ARTICLE(\$) DESCRIBED BELOW FOR THE ABOVE TIME PERIOD. THIS PURCHASE ORDER IS AN INVOICELESS PURCHASE ORDER, THE INDICATOR FOR YOU THE SUPPLIER IS THE "I" IN THE THIRD POSITION OF THE PURCHASE ORDER NUMBER. (EXAMPLE SAGXX"I"XXXX) UNDER THE INVOICELESS PAYMENT PROGRAM, YOUR COMPANY IS NO LONGER UIRED TO SEND INVOICES TO RECEIVE PAYMENT. THE AUTOMOTIVE COMPONENTS GROUP WILL GENERATE PAYMENTS TO YOUR COMPANY BASED UPON RECEIPT OF MATERIAL AT THE CURRENT PRICE AND PAYMENT TERMS. TO EXPEDITE PAYMENT UNDER THE INVOICELESS PAYMENT PROGRAM, YOU WILL NEED TO ADHERE TO THE FOLLOWING GUIDELINES: 1- ADVISE THE BUYER OF ANY DISCREPANCIES ON THE PURCHASE ORDER PRIOR TO THE SHIPMENT OF THE MATERIAL. 2- DELPHI PART/ITEM CODE NO. MUST BE INCLUDED ON ALL PACKING SLIPS AND MAILED TO THE "RECEIVING NOTIFY" PERSON ON PO. 3- THE UNIT OF MEASURE ON THE PACKING SLIP MUST BE THE SAME AS THE PURCHASE ORDER UNIT OF MEASURE. 4- DO NOT SEND AN INVOICE. PAYMENT WILL BE BASED ON RECEIPT RECORDS. 5- A MONTHLY STATEMENT IS REQUIRED BY THE 10TH OF EACH MONTH. 6- CONTAINER CHARGES, SET-UP CHARGES, AND OTHER MISCELLANEOUS CHARGES MUST BE BILLED MONTHLY IN A SUMMARY BILLING WHICH CONTAINS THE FOLLOWING INFORMATION: A- COMPLETE PURCHASE ORDER NUMBER. B- BILL OF LADING OR PACKING SLIP NUMBER. C- RELEASE NUMBERS. D- SHIPMENT DATE FOR EACH ITEM. WHEN THE ABOVE IS NECESSARY, BILL TO "NAO DISBURSEMENT ANALYSIS", PO BOX 436040, PONTIAC, MI 48343-6040. PLEASE NOTE THAT SALES TAX SHOULD NOT BE BILLED IN A MONTHLY SUMMARY SINCE DELPHI SAGINAW HAS A DIRECT PAY PERMIT WITH THE CONTINUED ON PAGE R. BRIGHT, PHOBUYER (989) 757-3885 EXHIBIT "B" FAX (989) 757-5094 PAGE

PURCHASING DELPHI S DELPHI C	-44481-rdd Do LOCATION AGINAW STEER ORPORATION OLLAND RD.	c 18325-2 Filed 07/15/09 ING SYSTEMS		09 10:57:06 PURCHASE ORD		PΥ
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PURCHASOUGAPASTIENDIO Doc 18325-2 Filed 07/15/09 Entered 07/16/09 10:57:06 DELPHI SAGINAW STEERING SYSTEMS
DELPHI CORPORATION
3900 E HOLLAND RD. of **10** 48601-9494

Exhibit B PURCHASE ORDER

SAG90153{ ALTERATION 8380

UNIT MEAS.

3262

ORDER ISSUE DATE: 09/08/04

VENDOR 600615 DUNS 460000094

AMES CTRA LAUREA MIRO 388 SAINT FELIU DE LLOBREGAT SPAIN 08980

INVOICE TO	MAY 30, 2008	
		<b>那</b>
ATTN: ACCOUN	TS PAYABLE	
SHIPTO		

UNIT PRICE

P.O. NUMBER (AND RELEASE NUMBER, IF APPLICABLE) MUST APPEAR ON ALL INVOICES, PACKING SLIPS, PACKAGES AND BILLS OF LADING. ITEM CODE NUMBERS MUST APPEAR ON ALL INVOICES, FACRING SLIPS.

ADDRESS ALL INQUIRIES AND CORRESPONDENCE TO THE NAME SHOWN AT BOTTOM OF P.O. (OR RELEASE). DATE REQUIRED INCOTERM REC. DEPT. NOTIFY NAMED PLACE CODES STATE & LOCAL SALES, USE TAX CODES TITLE TRANSFER TERM CA QUANTITY ITEM CODE NO.

DESCRIPTION REQUIREMENTS CONTRACT THIS ORDER IS EFFECTIVE AND EXPIRES 12/31/10. 2/01/04 THE FOLLOWING HAS BEEN CHANGED TO READ: THE FOLLOWING PAYMENT TERMS OF NET 10 & NO DISCOUNT HAVE BEEN EXTENDED FROM 06/01/08 TO 06/30/08. CHANGE TL CLAUSE IF YOU HAVE DELPHI STEERING MATERIAL CONSIGNED TO YOUR COMPANY, THE FOLLOW-ING ACTIONS ARE REQUIRED: 1. AGREES TO MAINTAIN PERPETUAL INVENTORY CONSIGNEE RECORDS AND TO RETAIN THE RECORDS FOR

ONE YEAR PLUS THE CURRENT YEAR. 2. SIGNEE AGREES TO CONFIRM IN WRITING CON-SIGNED INVENTORY BY PART NUMBER AT LEAST QUARTERLY OR MORE FREQUENTLY IF REQUESTED BY THE DIVISION. 3. AGREES TO PROVIDE AN ANNUAL CERTIFIED CONSIGNEE LETTER OF PHYSICAL INVENTORY WHEN DELPHI CONDUCTS ITS ANNUAL PHYSICAL INVENTORY OR ALLOW DELPHI EMPLOYEES TO VISIT THE SITE AND AUDIT THE INVENTORY COUNT. 4. CONSIGNEE AGREES TO VERIFY THAT THE SEAL IS INTACT ON THOSE SEALED TRUCKLOADS IF

THIS ANGES, AMENDS OR SUPERSEDES A ASE ORDER NOW IN YOUR POSSESSION.

MATT BAUER

PHOSENIOR BUYER

989) 757-3262 EXT: (989)757-5094 PAGE

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Doc 18325-2 Filed 07/15/09 Entered 07/16/09 10:57:06 Exhibit BRIGINAL COPY
PUTCHASE ORDER SAG901538 05-44481-rdd PURCHASING LOCATION SAG9015385 DELPHI SAGINAW STEERING SYSTEMS ALTERATION 83807 DELPHI CORPORATION 3900 E HOLLAND RD. ORDER ISSUE DATE: 09/08/04 SAGINAW, MI 48601-9494 MAY 30, 2008 INVOICE TO VENDOR 600615 DUNS 460000094 ATTN: ACCOUNTS PAYABLE **AMES SHIP TO** CTRA LAUREA MIRO 388 SAINT FELIU DE LLOBREGAT SPAIN 08980 P.O. NUMBER (AND RELEASE NUMBER, IF APPLICABLE) MUST APPEAR ON ALL INVOICES, PACKING SLIPS, PACKAGES AND BILLS OF LADING. ITEM CODE NUMBERS MUST APPEAR ON ALL INVOICES AND PACKING SLIPS. ADDRESS ALL INQUIRIES AND CORRESPONDENCE TO THE NAME SHOWN AT BOTTOM OF P.O. (OR RELEASE). DATE REQUIRED DATE PROMISED | TERMS **REC. DEPT. NOTIFY** CODES IAR CA TITLE TRANSFER TERM INCOTERM NAMED PLACE STATE & LOCAL SALES, USE TAX CODES QUANTITY ITEM CODE NO. DESCRIPTION **UNIT PRICE** UNIT MEAS. REQUIREMENTS CONTRACT A SEAL NUMBER IS INDICATED ON THE DELPHI SHIPPING DOCUMENT. 5. CONSIGNEE AGREES TO VERIFY THE ACCURACY OF THE MATERIAL IDENTIFICATION AND COUNTS RECEIVED FROM THE DELPHI PLANT. EACH BILL OF LADING MUST BE CHECKED COMPLETELY AT TIME OF RECEIPT AND DELPHI PRODUCTION CONTROL NOTIFIED IMMEDIATELY OF ANY DISCREPANCY. CONSIGNEE WILL CORRECT INFORMATION ON BILL OF LADING, SIGN, DATE, AND FAX COPY TO PRODUCTION CONTROL. 6. CONSIGNEE AGREES TO SEGREGATE DELPHI MATERIAL AND PROVIDE ADEQUATE PROTECTION AND INSUR-ANCE FOR LOSS OR DAMAGED DELPHI MATERIAL CONSIGNEE AGREES TO RETURN ALL DE-FECTIVE OR DAMAGED PARTS TO DELPHI UNLESS ALTERNATE ARRANGEMENTS HAVE BEEN MADE WITH DELPHI PURCHASING. 8. IF CON-SIGNEE IS DETERMINED TO BE AT FAULT FOR

SCRAP OR LOSS OF INVENTORY, DELPHI PURCHASING WILL CHARGE BACK THE

CONSIGNEE. 9. CONSIGNEE WILL FAX TO DELPHI MATERIAL CONTROL CONSIGNMENT ANA-LYST COPIES OF SHIPPING PAPERWORK WHEN SHIPPING OR RECEIVING PARTS FROM OTHER

CONSIGNEE LOCATIONS. 10. CONSIGNEE REES TO ALLOW DELPHI SCHEDULING AND

FINANCE REPRESENTATIVES THE RIGHT TO

THIS CHANGES, AMENDS OR SUPERSEDES A PURCHASE ORDER NOW IN YOUR POSSESSION.

CONTINUED ON PAGE

CONSIGNEE AG-

MATT BAUER PHOSENIOR BUYER

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(989) 757-3262 EXT: 326

FAX (989) 757-5094 PAGE

Exhibit BORIGINAL COPY 05-44481-rdd PURCHASING LOCATION Doc 18325-2 Filed 07/15/09 Entered 07/16/09 10:57:06 Pg 8 of 9 -SAG9015385 PURCHASE ORDER DELPHI SAGINAW STEERING SYSTEMS ALTERATION 83807 DELPHI CORPORATION 3900 E HOLLAND RD. ORDER ISSUE DATE: 09/08/04 SAGINAW, MI 48601-9494 MAY 30, 2008 INVOICE TO VENDOR 600615 DUNS 460000094 ATTN: **ACCOUNTS PAYABLE** AMES **SHIP TO** CTRA LAUREA MIRO 388 SAINT FELIU DE LLOBREGAT SPAIN 08980 P.O. NUMBER (AND RELEASE NUMBER, IF APPLICABLE) MUST APPEAR ON ALL INVOICES, PACKING SLIPS, PACKAGES AND BILLS OF LADING. ITEM CODE NUMBERS MUST APPEAR ON ALL INVOICES AND PACKING SLIPS. ADDRESS ALL INQUIRIES AND CORRESPONDENCE TO THE NAME SHOWN AT BOTTOM OF P.O. (OR RELEASE). DATE REQUIRED DATE PROMISED | TERMS REC. DEPT. NOTIFY CODE C/ **INCOTERM** TITLE TRANSFER TERM NAMED PLACE STATE & LOCAL SALES, USE TAX CODES QUANTITY ITEM CODE NO. DESCRIPTION **UNIT PRICE** UNIT MEAS REQUIREMENTS CONTRACT AUDIT INVENTORIES AND INVENTORY RECORDS UPON REQUEST. 11. TOOLS PROVIDED FOR PERFORMANCE OF AN OPERATION BY CONSIGNEE REMAIN THE PROPERTY OF DELPHI UNLESS OTHERWISE NOTED. 12. CONSIGNEE AGREES TO SHIP MATERIAL DIRECTLY TO DELPHI'S CUS-TOMER IF THE PHYSICAL FLOW WARRANTS. SELLER ACKNOWLEDGES AND AGREES THAT BUYER'S GENERAL TERMS AND CONDITIONS AND CUSTOMER SPECIFIC REQUIREMENTS ARE IN-CORPORATED IN, AND A PART OF, THIS CON-TRACT AND EACH PURCHASE ORDER, RELEASE, REQUISITION, WORK ORDER, SHIPPING IN-STRUCTION, SPECIFICATION AND OTHER DOCUMENT ISSUED BY BUYER OR ACCEPTED IN WRITING BY BUYER, WHETHER EXPRESSED IN WRITTEN FORM OR BY ELECTRONIC DATA IN-TERCHANGE, RELATING TO THE GOODS AND/OR SERVICES TO BE PROVIDED BY SELLER PUR-SUANT TO THIS CONTRACT (SUCH DOCUMENTS ARE COLLECTIVELY REFERRED TO AS THIS

"CONTRACT"). A COPY OF BUYER'S GENERAL TERMS AND CONDITIONS AND CUSTOMER SPECIFIC REQUIREMENTS ARE AVAILABLE UPON WRITTEN REQUEST TO BUYER OR VIA THE

INTERNET AT DELPHI'S WEBSITE, WWW.DELPHI. COM. SELLER ACKNOWLEDGES AND AGREES THAT

IT HAS READ AND UNDERSTANDS BUYER'S

THIS CHANGES, AMENDS OR SUPERSEDES A
PURCHASE ORDER NOW IN YOUR POSSESSION.

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MATT BAUER

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PHOSENIOR BUYER

(989) 757-3262 EXT: 32

FAX (989) 757-5094 PAGE

Exhibit BRIGINAL COPY PURCHASING LOCATION Doc 18325-2 Filed 07/15/09 Entered 07/16/09 10:57:06
Pv 9 0 10 Purchase order SAG9015385 **PURCHASE ORDER** DELPHI SAGINAW STEERING SYSTEMS ALTERATION 83807

DELPHI CORPORATION 3900 E HOLLAND RD. SAGINAW, MI 48601-9494

ORDER ISSUE DATE: 09/08/04 MAY 30, 2008

INVOICE TO

**VENDOR 600615** DUNS 460000094

AMES CTRA LAUREA MIRO 388 SAINT FELIU DE LLOBREGAT SPAIN 08980 ATTN: **ACCOUNTS PAYABLE** 

**SHIP TO** 

P.O. NUMBER (AND RELEASE NUMBER, IF APPLICABLE) MUST APPEAR ON ALL INVOICES, PACKING SLIPS, PACKAGES AND BILLS OF LADING. ITEM CODE NUMBERS MUST APPEAR ON ALL INVOICES AND PACKING SLIPS. ADDRESS ALL INQUIRIES AND CORRESPONDENCE TO THE NAME SHOWN AT BOTTOM OF P.O. (OR RELEASE).

DATE REQUIRED DATE PROMISED | TERMS CODES IAR CA REC. DEPT. NOTIFY INCOTERM TITLE TRANSFER TERM NAMED PLACE

STATE & LOCAL SALES, USE TAX CODES

QUANTITY	ITEM CODE NO.	DESCRIPTION	UNIT PRICE	UNI
		REQUIREMENTS CONTRACT GENERAL TERMS AND CONDITIONS AND CUSTOMER SPECIFIC REQUIREMENTS. IF SELLER ACCEPTS THIS CONTRACT IN WRITING OR COMMENCES ANY OF THE WORK OR SERVICES WHICH ARE THE SUBJECT OF THIS CONTRACT, SELLER WILL BE DEEMED TO HAVE ACCEPTED THIS CONTRACT AND BUYER'S GENERAL TERMS AND CONDITIONS AND CUSTOMER SPECIFIC RE-		
		QUIREMENTS IN THEIR ENTIRETY WITHOUT MODIFICATION. ANY ADDITIONS TO, CHANGES IN, MODIFICATIONS OF, OR REVISIONS OF THIS CONTRACT (INCLUDING BUYER'S GENERAL TERMS AND CONDITIONS AND CUSTOMER SPECIFIC REQUIREMENTS) WHICH SELLER PROPOSES WILL BE DEEMED TO BE REJECTED BY BUYER EXCEPT TO THE EXTENT THAT BUYER EXPRESSLY AGREES TO ACCEPT ANY SUCH PROPOSALS IN WRITING.		
		DIRECTIONS TO FIND DELPHI'S GENERAL TERMS AND CONDITIONS ON THE INTERNET.  1) GO TO DELPHI'S INTERNET WEB SITE WWW.DELPHI.COM  2) CLICK ON SUPPLIERS  3) CLICK ON DELPHI SUPPLIER COMMUNITY		
·		PORTAL 4) CLICK ON GENERAL TERMS AND CONDITIONS 5) CLICK ON YOUR PERFERRED LANGUAGE VERSION OF THE GENERAL TERMS AND		

THIS CHANGES, AMENDS OR SUPERSEDES A PURCHASE ORDER NOW IN YOUR POSSESSION.

MATT BAUER

PHOSENIOR BUYER

(989) 757-3262 EXT: 320 (989) 757-5094 PAGE FAX

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PURCHASONG444811 and Doc 18325-2 Filed 07/15/09 Entered 07/16/09 10:57:06 Exhibit B ORIGINAL COPY
DELDHI SAGINAM STEEDING OVER 1 SAGGOTES PURCHASE ORDER DELPHI SAGINAW STEERING SYSTEMS SAG901538 ALTERATION 8380 DELPHI CORPORATION 3900 E HOLLAND RD. ORDER ISSUE DATE: 09/08/04 SAGINAW, MI 48601-9494 MAY 30, 2008 INVOICE TO VENDOR 600615 DUNS 460000094 ATTN: **ACCOUNTS PAYABLE AMES** SHIP TO CTRA LAUREA MIRO 388 SAINT FELIU DE LLOBREGAT SPAIN P.O. NUMBER (AND RELEASE NUMBER, IF APPLICABLE) MUST APPEAR ON ALL INVOICES, PACKING SLIPS, PACKAGES AND BILLS OF LADING. ITEM CODE NUMBERS MUST APPEAR ON ALL INVOICES AND PACKING SLIPS. ADDRESS ALL INQUIRIES AND CORRESPONDENCE TO THE NAME SHOWN AT BOTTOM OF P.O. (OR RELEASE). DATE REQUIRED DATE PROMISED | TERMS REC. DEPT. NOTIFY COD INCOTERM C TITLE TRANSFER TERM NAMED PLACE STATE & LOCAL SALES, USE TAX CODES QUANTITY ITEM CODE NO. DESCRIPTION **UNIT PRICE** REQUIREMENTS CONTRACT CONDITIONS DIRECTIONS TO FIND DELPHI'S CUSTOMER SPECIFIC REQUIREMENTS ON THE INTERNET 1) GO TO DELPHI'S INTERNET WEB SITE WWW.DELPHI.COM 2) CLICK ON SUPPLIER'S 3) CLICK ON DELPHI'S SUPPLIER COMMUNITY PORTAL 4) CLICK ON SUPPLIER STANDARDS 5) CLICK ON DELPHI CUSTOMER SPECIFIC REQUIREMENTS

THIS CHANGES, AMENDS OR SUPERSEDES A PURCHASE ORDER NOW IN YOUR POSSESSION.

MATT BAUER
PHOSENIOR BUYER

(989) 757-3262 EXT: 326 FAX (989) 757-5094 PAGE